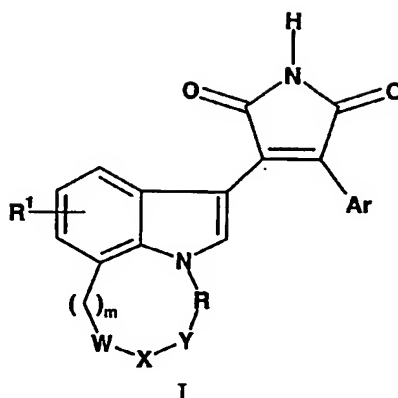


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WE CLAIM:

1. A compound of Formula I:



where:

5 R^1 is hydrogen, halo, or C_1 - C_4 alkyl; m is 0, 1, 2, 3, or 4; R is $-(CH_2)_n-$, $-CH(CH_3)-$, $-C(CH_3)_2-$, $-CH_2-Q^1-CH_2-$, or $-CH(OH)-CH(OH)-CH_2-$; Q^1 is $CH(OH)$ or carbonyl;10 n is 0, 1, 2, 3, or 4; $W-X-Y$ is $-CH_2-CH_2-CH_2-$, $-CH(R^{3'})-N(R^2)-CH(R^3)-$, $-N(R^4)-C(O)-CH_2-$, $-C(O)-Q^2-CH_2-$, $-CH(R^{3'})-O-CH_2-$, or $-CH(R^{3'})-N(R^4)-C(O)-$; Q^2 is $-N(R^4)-$ or $-CH_2-$;15 R^2 is hydrogen, $-(C_1-C_4 \text{ alkylene})-R^5$, C_5-C_7 cycloalkyl, tetrahydropyran-4-yl, pyridinyl, pyrimidinyl, triazolyl optionally substituted with amino, benzothiazol-2-yl, $-C(S)-(morpholin-4-yl \text{ or } C_1-C_4 \text{ alkoxy})$, $-C(NR^{16})R^{17}$, $-C(O)R^6$, $-CO_2R^7$, $-CO(NR^8R^9)$, $-SO_2(NR^8R^9)$, $-SO_2(C_1-C_4 \text{ alkyl})$, or an amino acid residue; R^3 and $R^{3'}$ are independently selected from the group consisting of hydrogen and C_1-C_4 alkyl provided that only one of R^3 and $R^{3'}$ may be C_1-C_4 alkyl;20 R^4 is hydrogen or C_1-C_4 alkyl; R^5 is hydrogen, pentahaloethyl or trihalomethyl, cyano, hydroxy, C_1-C_4 alkoxy optionally substituted with C_1-C_4 alkoxy, C_3-C_6 cycloalkyl, phenyl optionally substituted with up to three substituents independently selected from the group consisting of halo and

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C₁-C₄ alkoxy, pyridinyl, imidazolyl optionally substituted on a nitrogen atom with C₃-C₆ cycloalkyl, morpholin-4-yl, pyrrolidin-1-yl, -CO₂H, -CO(C₁-C₄ alkoxy), -CO(NR⁸R⁹), -NR⁸R⁹ or -(morpholin-4-yl)carbonyl;

R⁶ is hydrogen, C₁-C₁₀ alkyl optionally substituted with up to three halo
 5 substituents, 1-amino-2-methoxyeth-1-yl, C₃-C₆ cycloalkyl, pyridinyl optionally substituted with C₁-C₄ alkyl, trifluoromethyl, carboxyl, or (C₁-C₄ alkoxy)carbonyl, pyridinyl-N-oxide, pyrazinyl, pyrimidinyl, imidazolyl, morpholin-4-yl optionally substituted with up to two C₁-C₄ alkyl groups, [1,4]oxazepin-4-yl, azetidin-4-yl, tetrahydropyran-4-yl, 3-methyl-6,7-dihydropyrrolo[1,2-a]imidazol-6-yl, piperazin-4-yl
 10 optionally substituted in the 4 position with phenyl or C₁-C₄ alkyl, pyrrolidin-1-yl, piperidin-1-yl optionally substituted in the 4-position with oxo or geminal dimethyl, piperidin-4-yl optionally substituted in the 1-position with (C₁-C₄ alkoxy)carbonyl or C₁-C₄ alkyl, or -(C₁-C₄ alkylene)-R¹⁰;

R⁷ is C₁-C₆ alkyl optionally substituted with halo, 2-methoxyeth-1-yl, -(C₁-C₂
 15 alkylene)-(morpholin-4-yl or pyrrolidin-2-on-1-yl), or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, C₁-C₄ alkyl, C₁-C₄ alkoxy, and trifluoromethyl;

R⁸ is hydrogen or C₁-C₆ alkyl optionally substituted with C₁-C₄ alkoxy;

R⁹ is hydrogen or C₁-C₆ alkyl optionally substituted with C₁-C₄ alkoxy;

20 R¹⁰ is -OCH₂CH₂OCH₃, -NR¹⁴R¹⁵, C₃-C₆ cycloalkyl, morpholin-4-yl, thiomorpholin-4-yl, 1,1-dioxothiomorpholin-4-yl, piperidin-1-yl, pyrrolidin-2-yl optionally substituted at the 1-position with C₁-C₄ alkyl, or imidazolyl optionally substituted with nitro;

Ar is benzofur-4-yl, benzofur-7-yl, benzothien-4-yl, benzothien-7-yl, 1-
 25 (R¹¹)benzimidazol-4-yl, 1-(R¹¹)indol-4-yl, indol-7-yl, isoquinolin-5-yl, 2,3-dihydrobenzofur-4-yl, 2,3-dihydrobenzofur-7-yl, 1,3-dihydroisobenzofur-4-yl, 1,3-dihydroisobenzofur-5-yl, benzo[1,3]dioxol-4-yl, benzo[1,3]dioxol-5-yl, 2,3-dihydrobenzo[1,4]dioxin-5-yl, 2,3-dihydrobenzo[1,4]dioxin-6-yl, 2',2'-difluorobenzo[1,3]dioxol-4-yl, or 2',2'-difluorobenzo[1,3]dioxol-5-yl each optionally substituted in the phenyl ring with substituents R¹²
 30 and R¹³, or Ar is a group selected from imidazo[1,2-a]pyridin-3-yl optionally substituted with one or two substituents independently selected from the group consisting of halo, amino, C₁-C₄ alkyl, C₁-C₄ alkoxy, benzyloxy, cyano, and trifluoromethyl, 5,6,7,8-

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tetrahydroimidazo[1,2-*a*]pyridin-3-yl, imidazo[1,2-*a*]pyridin-5-yl, imidazo[1,2-*a*]pyrimidin-3-yl optionally substituted with amino, imidazo[1,2-*c*]pyrimidin-3-yl, imidazo[1,2-*a*]pyrazin-3-yl, imidazo[1,2-*b*]pyridazin-3-yl, imidazo[2,1-*b*]thiazol-3-yl, thiazolo[3,2-*b*][1,2,4]triazol-6-yl, furo[3,2-*c*]pyridin-7-yl optionally substituted with halo
 5 or -NR¹⁴R¹⁵, thieno[3,2-*b*]pyridin-7-yl, pyrazolo[2,3-*a*]pyridin-3-yl, pyrazolo[1,5-*a*]pyridin-3-yl, or 4,5,6,7-tetrahydropyrazolo[1,5-*a*]pyridin-3-yl;

R¹¹ is hydrogen, C₁-C₄ alkyl, or -(CH₂)_p-G;

R¹² is halo, hydroxy, amino, C₁-C₄ alkoxy, -NHC(O)(C₁-C₄ alkyl), or
 -O-(CH₂)_p-G;

10 R¹³ is halo;

p is 2, 3, 4, or 5;

G is hydroxy or NR¹⁴R¹⁵;

R¹⁴ and R¹⁵ are independently selected from the group consisting of hydrogen and
 C₁-C₅ alkyl;

15 R¹⁶ is hydrogen or cyano,

R¹⁷ is -NR⁸R⁹, C₁-C₄ alkyl, morpholin-4-yl, or piperidin-1-yl; or a
 pharmaceutically acceptable salt thereof, provided that when n is 0, W-X-Y is not
 -CH(R^{3'})-N(R²)-C(O)-.

20 2. A compound of Claim 1 where Ar is benzofur-4-yl, benzofur-7-yl, or 2,3-dihydrobenzofur-7-yl optionally substituted in the phenyl ring with substituents R¹² and R¹³.

25 3. A compound of Claim 1 where Ar is imidazo[1,2-*a*]pyridin-3-yl optionally substituted with one or two groups independently selected from halo, C₁-C₄ alkyl, or C₁-C₄ alkoxy.

4. A compound of any of Claims 1, 2, or 3 where W-X-Y is
 -CH(R^{3'})-N(R²)-CH(R³)-.

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5. A compound of Claim 4 where R² is -C(O)R⁶.

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6. A pharmaceutical formulation comprising a compound of any of Claims 1-5 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

5 7. A method of treating diabetes in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of any of Claims 1-5.

10 8. A method of treating Alzheimer's disease in a mammal comprising administering to a mammal in need of such treatment an effective amount of any of Claims 1-5.

15 9. A method of inhibiting GSK-3 in a mammal comprising administering to a mammal in need of such treatment a GSK-3 inhibiting amount of a compound of any of Claims 1-5.